

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
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AFFIDAVIT OF GLENN E. FORBIS IN SUPPORT OF APPLICATION FOR ORDER
UNDER 11 U.S.C. §§ 327(e) AND 1107(b) AND FED. R. BANKR. P. 2014 AUTHORIZING
EMPLOYMENT AND RETENTION OF RADER FISHMAN & GRAUER PLLC AS
INTELLECTUAL PROPERTY COUNSEL TO DEBTORS

STATE OF MICHIGAN

COUNTY OF OAKLAND

GLENN E. FORBIS, being duly sworn, deposes and states as follows:

1. I am an attorney admitted to practice before the courts of the State of Michigan. I am a Managing Partner in the law firm of Rader, Fishman & Grauer PLLC of Bloomfield Hills, Michigan ("RFG"), proposed intellectual property counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors").

2. I submit this affidavit (the "Affidavit")¹ in support of the Application For Order Under 11 U.S.C. §§ 327(e) and 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of RFG As Intellectual Property Counsel To Debtors (the "Application") nunc pro tunc to October 8, 2005, filed concurrently herewith.

3. The address and telephone number of RFG are as follows:

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

39533 Woodward Ave., Suite 140
Bloomfield Hills, Michigan 48304
Tel: 248-594-0600
Fax: 248-594-0610

4. RFG is well qualified to assist the Debtors in the manner described in the Application. Attached hereto as Exhibit A is a copy of the professional biographies and backgrounds of the RFG attorneys who will have primary responsibility for providing to the Debtors the services listed below. Most importantly for present purposes, RFG is an intellectual property specialty firm, concentrating its legal services in the area of patents, trademarks, copyrights, technology law, and related litigation in United States District Courts and Courts of Appeal throughout the United States. Accordingly, the Debtors believe that RFG is well qualified to serve as intellectual property counsel in these chapter 11 cases in an efficient and effective manner.

5. RFG has performed a wide range of intellectual property services for the Debtors in the past. Based on the services that RFG has previously provided to the Debtors, RFG is thoroughly familiar with the Debtors' corporate structure, the nature of their financial status, and certain legal matters relating to the Debtors.

6. Generally, in connection with the Debtors' cases, RFG intends to provide to the Debtors with the following types of professional services:

- (a) Patent Preparation: Review of invention disclosures, preparation of patentability opinions, and preparation and filing of patent applications with U.S. Patent and Trademark Office focusing on the following areas of technical expertise: sophisticated automotive electronics systems;
- (b) Patent Prosecution: Review of correspondence from U.S. Patent and Trademark Office and preparation of amendments to patent applications in order to secure patents focusing on, among others, patents relating to sophisticated automotive electronics systems;

- (c) Foreign Patent Prosecution: Review correspondence from foreign patent offices and consult with the Debtors concerning appropriate responses and interface with foreign law firms concerning the filing of responses in foreign jurisdictions focusing on, among others, sophisticated automotive electronics systems;
- (d) Intellectual Property Litigation: Representing Delphi in litigation in United States District Courts and U.S. Courts of Appeal and overseeing litigation and administrative proceedings in foreign countries involving patents and/or trademarks with a focus on local litigation issues;
- (e) Non-Infringement & Clearance Opinions: Review of potential products and inventions, conduct searches for relevant patents and publications, review and analyze uncovered patents and publications, and preparation of opinions focusing on, among others, sophisticated automotive electronics systems; and
- (f) Miscellaneous intellectual property advice and counsel related to copyrights, trademarks and know-how and contractual matters involving intellectual property.

7. In light of certain existing client representations on unrelated matters, the engagement of Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden") as the Debtors' bankruptcy counsel, the engagement of Shearman & Sterling LLP ("Shearman") as the Debtors' special counsel, the engagement of Togut, Segal & Segal LLP ("Togut") as the Debtors' conflicts counsel, and the engagement of other counsel for the Debtors, RFG will not be responsible for or undertake any representation with respect to (a) advising the Debtors concerning specific contracts and claims of certain of RFG's existing clients and (b) reviewing, interpreting or commenting on the specific contracts and claims of certain of RFG's existing clients. These existing client relationships, and the scope of the carve-out from RFG's retention, are discussed more fully below.

8. It is RFG's understanding that the Debtors may request that RFG undertake specific matters beyond the limited scope of the responsibilities set forth above. Should RFG

agree in its discretion to undertake any such matter, it is RFG's understanding that the Debtors will seek further order of this Court.

9. RFG is making efforts, together with the Debtors' other counsel, to ensure that there is no duplication of effort or work between such firms and RFG. It is RFG's intention that the estates should receive the best value possible from the efficient coordination of work among its counsel. RFG believes that its lawyers, and the rest of the lawyers retained in these cases have to date delineated clearly, and will continue to delineate clearly, the division of work between them, so as to avoid any duplication of effort and to maximize the efficiencies of the proposed arrangement.

10. RFG has received approximately \$317,949.88 from the Debtors in the past 90 days for services rendered and expenses incurred for services related to intellectual property matters performed by RFG. There are no arrangements between RFG and any other entity to share compensation received or to be received in connection with these chapter 11 cases.

11. RFG has agreed to accept as compensation for the services rendered in connection with its representation of the Debtors:(i) RFG's standard hourly rates; and (ii) Discounted hourly rates (10% discount) for certain litigation matters. RFG intends to request allowance and payment of fees and expenses at its standard hourly rates and to request allowance and reimbursement of its expenses according to RFG's customary reimbursement policies, subject to approval of this Court. A list of standard hourly rates for those members of RFG who are expected primarily to render services in connection with the Debtors' cases is attached hereto as Exhibit B. These hourly rates are subject to annual adjustment in accordance with RFG's standard policies. With respect to all other work, all fees and disbursements are billed for payment in the month succeeding completion of the work, or within a reasonable time thereafter.

A sample copy of an engagement letter setting forth the current fee arrangement is attached as Exhibit C ("Engagement Letter"). RFG will not be paid any additional compensation by the Debtors except upon application to and approval by this Court after notice and a hearing.

12. RFG acknowledges that all amounts paid to RFG during these chapter 11 cases are subject to final allowance by this Court. In the event that any fees or expenses paid to RFG during these cases are disallowed by this Court, the fees and expenses will be disgorged by RFG and returned to the Debtors or as otherwise ordered by this Court.

13. RFG categorizes its billings by subject matter, in compliance with the applicable guidelines of the Office of the United States Trustee (the "U.S. Trustee Guidelines"). RFG acknowledges its compensation in the Debtors' cases is subject to approval of this Court in accordance with section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, and the U.S. Trustee Guidelines.

14. RFG has conducted a check for conflicts of interest and other conflicts and connections with respect to the Debtors' bankruptcy cases. RFG maintains a database containing the names of current, former, and potential clients and other principal parties related to such clients. I caused RFG to review and analyze the conflict database to determine whether RFG has any connection with the principal parties-in-interest in these chapter 11 cases, using information provided to RFG by the Debtors and Skadden and information contained in the database, including (a) the names of the Debtors' prepetition lenders, (b) the names of significant creditors of the Debtors, and (c) the names of firms that the Debtors intend to or may employ during their chapter 11 cases.

15. Based upon this research, I have determined that RFG has in the past represented, currently represents, and will likely in the future represent certain of the Debtors'

creditors and other parties-in-interest in matters unrelated to the Debtors or these chapter 11 cases. I do not believe that the foregoing raises any actual or potential conflicts of interest of RFG relating to the representation of the Debtors in these chapter 11 cases, but such relationships are disclosed out of an abundance of caution.

16. It is my intention that if RFG becomes aware of any other connections of which it presently is unaware, RFG will bring them to the attention of this Court and the U.S. Trustee.

Dated: February 6, 2006

Bloomfield Hills , MI

By: /s/ Glenn E. Forbis
Glenn E. Forbis

Sworn to before me
this 6th day of February, 2006

/s Diane R. Lytle
Notary Public

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Patent, Trademark, Copyright, Computer Law, Unfair Competition, Trial and Appellate Practice

RALPH TERRANCE RADER, born Clarksburg, West Virginia, December 5, 1947; admitted to bar, 1975, Virginia; 1978, Michigan; U.S. Court of Appeals for Second, Fourth, Sixth, Ninth, and Federal Circuits; registered to practice before U.S. Patent and Trademark Office. Education: Virginia Polytechnic Institute and State University (B.S.M.E., with honors, 1970); American University (J.D., with honors, 1974). Phi Kappa Phi; Tau Beta Pi. Primary Examiner, U.S. Patent and Trademark Office, 1974-1977. Listed in Best Lawyers in America; Who's Who in American Law; and Who's Who in America. Member: Detroit and American Bar Associations; State Bar of Michigan; Virginia State Bar; Michigan Intellectual Property Law Association (Chairman, Litigation Committee, 1988-1993); American Intellectual Property Law Association; International Trademark Association; American Trial Lawyers Association.

Email: rtr@raderfishman.com

MICHAEL D. FISHMAN, born Fairbanks, Alaska, May 27, 1958; admitted to bar, 1984, Michigan; 1985, U.S. Court of Appeals for the Federal Circuit; registered to practice before U.S. Patent and Trademark Office. Education: Wayne State University (B.S., summa cum laude, 1981; J.D., with honors, 1984). Member: Editorial Board, Trademark Reporter published by United States Trademark Association, 1989-1991. Member: Grand Rapids, Detroit and American Bar Associations; State Bar of Michigan (Member, Intellectual Property Law Section); International Trademark Association.

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MICHAEL B. STEWART, born Royal Oak, Michigan, November 5, 1963; admitted to bar, 1991, Michigan; U.S. Court of Appeals for the Sixth and Federal Circuits; registered to practice before U.S. Patent and Trademark Office. Education: University of Michigan (A.B., with distinction, 1987; B.S.M.E., magna cum laude, 1987; M.S.E., Aerospace Engineering, 1988; J.D., cum laude, 1991). Tau Beta Pi; Golden Key. Past Dean, Metropolitan Detroit Chapter of Delta Theta Phi Law Fraternity. Listed in Who's Who in American Law, Who's Who in the world. Member: Oakland County and American Bar Associations; State Bar of Michigan (Member, Sections on: Computer Law; Patent, Trademark and Copyright Law); American Intellectual Property Law Association; Michigan Intellectual Property Law Association; International Trademark Association.

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GLENN E. FORBIS, born Royal Oak, Michigan, February 21, 1968; admitted to bar, 1994, Michigan; registered to practice before U.S. Patent and Trademark Office. Education: University of Michigan (B.S.E.E., summa cum laude, 1990; M.B.A., with honors, 1994; J.D., cum laude, 1994). Member: State Bar of Michigan (Member, Sections on: Intellectual Property Law; Litigation; Business Law); American Bar Association; American Intellectual Property Association; Michigan Intellectual Property Law Association.
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KRISTIN L. MURPHY, born Lawrence, Massachusetts, August 14, 1971; admitted to bar, 1997, Michigan; registered to practice before U.S. Patent and Trademark Office. Education: Western New England College (B.S.M.E., 1993); Franklin Pierce Law Center (J.D., L.L.M., 1997). Issue Editor for "IDEA: The Journal of Law and Technology". Judicial Extern to Judge Devine, U.S. District Court, New Hampshire.

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Patent, Trademark, Copyright, Computer Law, Unfair Competition, Trial and Appellate Practice

RONALD P. KANANEN, born Conneaut, Ohio, October 29, 1937; admitted to bar, 1964, Ohio; 1970, District of Columbia; U.S. Court of Appeals for Federal Circuit; registered to practice before U.S. Patent and Trademark Office. Education: Case Western Reserve University (B.S.E.E., 1959); Case Western Reserve University (J.D., 1964). Delta Theta Phi. Member: Western Reserve University Law Review, 1962-1963. Author: "Comments and Observations on Res Judicata and Patent Law", 18 Western Reserve University Law Review 103, 1966. Co-Author, with D.R. Dunner: "Nonobviousness and the Court of Customs and Patent Appeals - Twenty-Five Years in Review", Reprinted in "Nonobviousness-The Ultimate Condition of Patentability", BNA, 1978. Law Clerk to Arthur M. Smith, Associate Judge, U.S. Court of Customs and Patent Appeals, 1967-1968. Member: The District of Columbia Bar (Member, Patent Trademark & Copyright Section; Steering Committee, 1985, Chairman, 1986); The Bar Association of the District of Columbia (Chairman, PTC Section, 1988-1989); Federal Circuit Bar Association; American Intellectual Property Law Association.

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YOICHIRO YAMAGUCHI, born Tokyo, Japan, October 15, 1949, admitted to bar, 1994, New York; 2000, District of Columbia; U.S. Court of Appeals for the Federal Circuit, 1994; admitted to practice before the Japanese Patent Office. Education: Waseda University (LL.B., 1974); George Washington University (LL.M., 1992). Patent Examiner of the Japanese Patent Office, 1974-1988, Appeal Examiner, Board of Appeals of the Japanese Patent Office, 1988. Co-Author: "Official Commentary of Industrial Property Laws" 1986 (in Japanese), "Discovery and Strategy," 1994 (in Japanese). Author: "US Intellectual Property Court Document Retrieval Manual," 1993 (in Japanese), "Crisis to Japanese Patent Attorney System Caused by US Attorney-Client Privilege / Proposal of Changes to the Patent Attorney Law," 1994 (in Japanese). Over 30 articles concerning U.S. intellectual property laws for publications including monthly journal of Japanese Group of AIPPI. Lecturer of George Washington University, National Law Center, concerning comparative patent laws 1994-. Member: American Bar Association; American Intellectual Property Law Association; New York Bar Association.

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DAVID T. NIKAIDO, born Santa Monica, California, December 20, 1934; admitted to bar, 1963, Colorado; 1965, Michigan; 1968, Missouri; 1974, District of Columbia; registered to practice before U.S. Patent and Trademark Office. Education: University of Colorado (B.A., Chem., 1957); University of Denver (J.D., 1963). Phi Alpha Delta (President, 1962-1963). Symposium Editor, University of Denver Law Review, 1962-1963. Author: "Essentials for the Drafting of U.S. Patent Specifications and Claims," Published by the Japanese Group of AIPPI, Tokyo, Japan, 1975, 1980, 1986. Member: The District of Columbia Bar; Colorado and American (Member: Section on Patent, Trademark and Copyright Law) Bar Associations; American Intellectual Property Law Association; International Patent and Trademark Association (AIPPI). Languages: Japanese. Practice Areas: U.S./Japan Negotiations; Patent Licensing. Miscellaneous: Former Chairman of the Japan Committee of the Licensing Executive Society; emphasis on representation of U.S. and Japanese clients on patent law and negotiations of technology transfer, licensing, joint venture and related business agreements; speaks fluent Japanese; lectures in Japan on patent related matters and Japan-US cultural matters; founding partner of the former patent law firm of Nikaido, Marmelstein, Murray & Oram LLP.

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LEE CHENG, born Tainan, Taiwan, September 3, 1966; admitted to bar, 1996, Maryland; 1997, District of Columbia; 1997, Court of Appeals for the Federal Circuit; registered to practice before U.S. Patent and Trademark Office. Education: University of Michigan (B.S., 1995); Franklin Pierce Law Center (Master of Intellectual Property, 1994); Syracuse University (J.D., 1995); Johns Hopkins University (M.S., 1997). Member: District of Columbia Bar, American Bar Association, American Intellectual Property Law Association; Licensing Executive Society, Chinese Biopharmaceutical Association, Association of University Technology Managers; Languages: Mandarin Chinese

Email: lc@raderfishman.com

BRIAN K. DUTTON, born Philadelphia, Pennsylvania, July 21, 1958; admitted to bar, 2000, Kansas; U.S. Court of Appeals for Federal Circuit; 2001, District of Columbia; registered to practice before U.S. Patent and Trademark Office. Education: Drexel University (B.S.E.E., 1981); The George Washington University (J.D. 1995). Patent Examiner of the United States Patent And Trademark Office, 1993-2000 (Office of Petitions, 1998). Member: The District of Columbia Bar; Kansas Bar; American Bar Association; American Intellectual Property Law Association.

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TOSHIKATSU IMAIZUMI, born Tokyo, Japan, May 31, 1962; admitted to bar, 2003, District of Columbia. Education: Chuo University, Japan (B.S.E.E., 1985); Franklin Pierce Law Center (J.D., 2001). Member: District of Columbia Bar, American Bar Association, American Intellectual Property Law Association; Languages: Japanese

Email: ti@raderfishman.com

CARL SCHAUKOWITCH, born in Pittsburgh, PA 1951; admitted to Colorado Bar 1980 and the District of Columbia Bar 1996; registered to practice before the United States Patent and Trademark Office in 1979; graduated from The Pennsylvania State University in 1973 with a Bachelor of Science degree from the College of Mechanical Engineering; graduated with a Juris Doctor degree from the University of Denver College of Law in 1980; earned a Certificate in Finance from the University of Denver Graduate School of Business in 1984. He has worked a patent attorney in Denver, Colorado, for a small private patent law practice. After relocating to Washington D.C. in 1994, he has worked as a patent attorney for prominent patent and general practice law firms. He has extensive patent prosecution and patent drafting experience in a variety of the arts including mechanical, electromechanical, semiconductor, laser, computer and chemical arts. Member: State Bar of Colorado, District of Columbia Bar and American Intellectual Property Law Association.

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SHAWN B. CAGE, born Heidelberg, Germany, May 27, 1972; admitted to bar 2005, Maryland; registered to practice before U.S. Patent and Trademark Office. Education: Southern University and A&M College (B.S.E.E., cum laude, 1996), NASA Scholar (1995-96), Chancellor's Scholar (1995-96); Georgetown University Law Center (J.D., 2004). Member: American Intellectual Property Law Association, American Bar Association.

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TYLER OVERALL, born Caldwell, Idaho, January 20, 1979. Education: Brigham Young University (B.S. Electrical Engineering, 2002); George Mason University School of Law (J.D. expected 2007).

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OF COUNSEL:

PAUL W. FISH, born Ligonier, Pennsylvania, April 12, 1933; admitted to bar, 1965, District of Columbia; 1966, New York; 1967, Michigan; 1976, Wisconsin; 1983, Illinois; 1993, Pennsylvania; registered to practice before the U.S. Patent and Trademark Office. Education: Catholic University of America (B.E.E., 1959; M.E.E., 1961); George Washington University (J.D., 1965). Assistant Corporate Secretary and Director of Patents, Burroughs Corporation, 1969-1976; Vice President, General Counsel and Corporate Secretary, Jos. Schlitz Brewing Co., 1976-1982; Senior Vice President/Legal, Comdisco, Inc., 1982-1990; Adjunct Professor, CUA Columbus School of Law 1997-present. Biographee, Who's Who in America and Who's Who in American Law. Member: Board of Regents of The Catholic University of America; Board of Visitors of Columbus School of Law; Advisory Council of the United States Court of Federal Claims; American Intellectual Property Law Association (Alternate Dispute Resolution Committee).

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CHARLES W. BRADLEY, born Nutley, New Jersey; admitted to bar, 1957, New Jersey; 1958, Illinois; 1971, U.S. Supreme Court; 1972, New York. Education: Lehigh University (B.S., 1951); Newark College of Engineering (M.S. in E.E., 1954); Rutgers University (J.D., with honors, 1957). Eta Kappa Nu; Pi Mu Epsilon, Tau Beta Pi, Phi Delta Phi. Member, Rutgers Law Review, 1956-1957. Member: The Association of the Bar of the City of New York; American Bar Association; American Intellectual Property Law Association; New York Intellectual Property Law Association. Practice Areas: Patent, Trademark, Copyright, Unfair Competition.

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STEVEN L. NICHOLS, admitted to bar, 1998, Virginia; 1999, District of Columbia; 2000, Utah; 1998, U.S. Court of Appeals for the Federal Circuit; registered to practice before U.S. Patent and Trademark Office, 1996. Education: Brigham Young University (B.S. in Applied Physics, cum laude, 1993); George Mason University School of Law (J.D., with high honors, 1998). Sigma Pi Sigma, Phi Eta Sigma. Member: George Mason Law Review. Author: "Hippocrates the Patent-Holder: The Unenforceability of Medical Procedure Patents", 5 George Mason Law Review 227, 1997. Patent Examiner, U.S. Patent and Trademark Office, 1994-1996. Adjunct Professor of "eCommerce and Internet Law", Brigham Young University, J. Reuben Clark Law School, January 2001-.

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KULANIAKEA FISHER, born Monticello, Utah; admitted to bar, 2003, Oregon; 2004, Utah; registered to practice before U.S. Patent and Trademark Office. Education: Brigham Young University (B.S.M.E.); J. Reuben Clark Law School at Brigham Young University (J.D.). Member: Oregon State Bar, Utah State Bar.

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JEFFREY R. JEPPESEN, born Salt Lake City, Utah, April 3, 1974; admitted to bar, 2003, Utah; registered to practice before U.S. Patent and Trademark Office. Education: University of Utah (B.S. Comp. Eng., 1999); Brigham Young University (J.D., cum laude, 2003). Languages: Tagalog

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BRYAN G. PRATT, born Ontario, Oregon; admitted to bar, 2003, Utah; registered to practice before U.S. Patent and Trademark Office. Education: Brigham Young University (B.S.M.E.); J. Rueben Clark Law School at Brigham Young University (J.D.)

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TRAVIS K. LAIRD, born Phoenix, Arizona; admitted to bar 2005, Utah; registered to practice before the U.S. Patent and Trademark Office. Education: Brigham Young University (B.S. Electrical Engineering, 2002), Tau Beta Pi; J. Reuben Clark School of Law, Brigham Young University (J.D., 2005). Member: Utah State Bar. Languages: Spanish.

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**HOURLY RATES
2005**

R. Terrance Rader	\$475
Michael D. Fishman	\$325
Michael B. Stewart	\$345
Glenn E. Forbis	\$325
Kristin L. Murphy	\$265



William Cosnowski, Jr.
Facsimile: (248) 813-1122
Telephone: (248) 813-3309

Via Hand Delivery

May 13, 2003

R. Terrance Rader, Esq.
Glenn E. Forbis
RADER, FISHMAN & GRAUER, PLLC
39533 Woodward Avenue,
Suite 140
Bloomfield Hills, MI 48304

Re: *Automotive Technologies International v. Delphi*
Case No. 03-CV-71368
Delphi File No. 2003-000382

Dear Terry and Glenn:

This confirms that Delphi Corporation has retained Rader, Fishman & Grauer PLLC to represent Delphi as counsel in the above patent infringement case. I will be responsible for monitoring this matter and will be your direct contact at Delphi. Please include the Delphi file number shown above in all correspondence and invoices with this office.

The Rader Fishman team-members we have approved for this matter are Terry Rader, Glenn Forbis, Brad Diedrich, and one paralegal to be named later. You will provide the following discounted hourly rates (which reflect a 10% discount) for them and have agreed that these rates will remain in effect throughout the course of this litigation:

Terry Rader	\$369.00
Glenn Forbis	\$247.00
Brad Diedrich	\$175.00
Paralegal	\$112.00

Additionally, we have agreed to a not-to-exceed fee cap of \$608,000 through resolution of this matter at trial. In the event that Delphi reaches a favorable settlement of this matter, Delphi will pay a 10% incentive bonus based on the sum of your fees billed by the date of settlement. Under this incentive scenario, the total fees billed and incentive paid by Delphi to your firm will not exceed \$668,800. In the event that Delphi wins the case outright, either on summary judgment or at trial, Delphi will pay a 20% incentive bonus based on the sum of your fees billed by that date. Under this incentive scenario, the total fees billed and incentive paid by Delphi to your firm will not exceed \$729,600. The not-to-exceed cap and incentives set forth in this letter agreement apply only to professional fees billed, and exclude other costs and expenses.

R. Terrance Rader, Esq.
Glenn E. Forbis, Esq.
May 13, 2003
Page 2 of 2

Others from your firm may be necessary to assist us on this litigation, but you have agreed to obtain our written permission before engaging them. Rates for other professionals and paralegals will also be discounted at ten percent (10%) and subject to the same rate increase limitation set forth above.

We request that you bill this matter separately from other Delphi matters for which you have been engaged. It is our intention to process your monthly billing statements promptly, but at times it may take forty-five days or more to process your bill once it has been received.

We expect that the Delphi Team assigned to this case will be fully engaged. The Delphi Team will manage the document collection and coding. We also plan to fully participate in discovery, motions, and strategies necessary to successfully defend these actions. Please call me or Joe Papelian if you believe we are not able to supply the support needed to successfully defend this case.

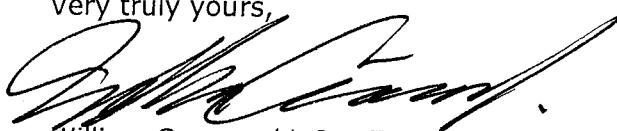
We expect that your hourly billable rates include all overhead and internal charges associated with your practice. A copy of our recently revised billing instructions and limitations is enclosed and incorporated into this engagement agreement by this reference. Any questions about billing procedures should be addressed to Michele Piscitelli, who can be reached at 248-813-2511.

The relationship between our companies should be one of a "partnership" in which we both work together and communicate well with each other, to serve the best interests of Delphi. We are impressed by your firm's experience and look forward to building our relationship with you.

We request that you endorse this engagement agreement below and return an executed copy for our records.

Please call if you have any questions.

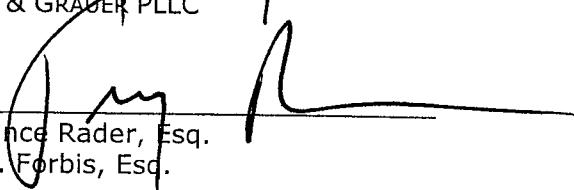
Very truly yours,



William Cosnowski, Jr., Esq.
Enclosure
WC/cmp

Accepted this 13th day of May, 2003.

RADER, FISHMAN & GRAUER PLLC

By: 

R. Terrance Rader, Esq.
Glenn E. Forbis, Esq.

INSTRUCTIONS FOR COMPLETING LAW FIRM INVOICES

The attached invoice form should be submitted with all original invoices for services rendered in connection with all legal matters involving Delphi Automotive Systems and its U.S. subsidiaries.

Please submit invoices monthly whenever "Total Legal Fees & Disbursements" exceed \$1,000 per case or matter. Otherwise, submit invoices quarterly or annually. In the case of a flat fee or other special billing arrangement, submit invoices in accordance with that arrangement.

CERTAIN BASIC INFORMATION IS REQUIRED TO PROCESS AN INVOICE. THE INVOICE CANNOT BE PROCESSED WITHOUT THIS INFORMATION:

Case Matter Name: If you do not know the case/matter name, please contact the responsible Delphi Attorney or Legal Assistant.

Case Matter No.: If you do not know the case/matter number, please contact the responsible Delphi Attorney or Legal Assistant. Note that only one case/matter may be billed on an invoice.

Firm Employer Identification Number: Please include your firm's EIN on the invoice.

Invoice No.: Each invoice must be specifically identifiable by means of a unique Invoice Number. In other words, no two invoices should have the same Invoice Number. The Invoice Number should consist of no more than ten characters (numeric and/or alpha). Please do not reuse invoice numbers submitted to Delphi previously.

Insurance No.: Please include any insurance number on the invoice (Sedgwick for those matters covered by Delphi's insurance carrier or ESIS for those matters covered by GM's insurance carrier).

Law Firm Approval: All invoices must be signed on behalf of the law firm.

ANALYSIS OF LEGAL FEES FOR PERSONS PERFORMING SERVICES DURING THIS BILLING PERIOD

Last Name, First Initial: List only persons who performed services during the billing period covered by the invoice. If entries in this category exceed eight, do not enter any of them on the Law Firm Invoice. Instead, list this information on a separate page and enter "SEE ATTACHMENT" on the Invoice form. For special billing arrangements, such as flat fees, enter SPECIAL BILLING ARRANGEMENT under the category "Last Name, First Initial."

Partial hours should be stated as a decimal fraction, i.e., 20 minutes = .33.

ANALYSIS OF LEGAL FEES BY FUNCTION

This Bill: Under the category "This Bill," please do not include any past due amount. Past due amounts should only be included in the "Cumulative Totals."

Cumulative Totals: Amounts for "This Bill" should be included in "Cumulative Totals." (The amounts shown under "This Bill" and "Cumulative Totals" should be the same on each line on the first billing for each case/matter using the new invoice format.)

GENERALLY

Delphi **will** reimburse a law firm for reasonable and actual out-of-pocket payments made to third-party vendors (i.e., Delphi **will not** pay for markups or surcharges added by the law firm) for the following items:

- Air freight/express mail deliveries
- Bond fees and premiums
- Coach-class air fare (lowest available rate/class)
- Computerized Delphi database research
- Computerized legal research (e.g., Lexis, Westlaw)
- Court reporter fees
- Expert witness fees
- Filing fees
- Inside photocopy (up to 10 cents per page)
- Local business transportation (e.g., taxi fares)
- Long distance telephone charges (for voice, fax or data)
- Outside messenger services
- Outside photocopy, binding, and printing services
- Postage
- Travel (airfare, hotel, rental car)

Delphi **will not** pay for:

- Books/subscriptions
- Fax communications (except long distance telephone charges)
- Hourly fees while traveling
- Inside photocopy (more than 10 cents per page)
- Local meals
- Local personal transportation (taxi/limousine to/from home)
- Local telephone charges
- Membership fees
- Office supplies
- Overtime charges
- Secretarial/clerical charges
- Storage charges
- Word processing